



VIRGINIA:

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN
DISTRICT OF NEW YORK**

In re:

VIRGINIA TRUE CORPORATION,

Debtor

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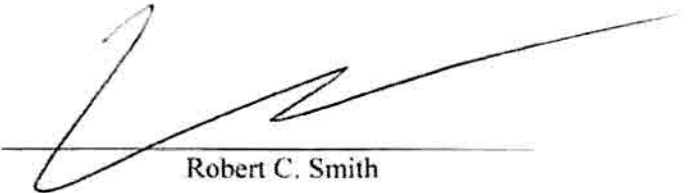
Chapter 11
Case No. CL19-42769

AFFIDAVIT OF ROBERT C. SMITH

I, ROBERT C. SMITH, having been duly sworn, hereby state as follows based on my personal knowledge:

1. I am over the age of 18 years old, a resident of Richmond, Virginia and a licensed Virginia attorney.
2. On March 30, 2017, I was asked by Howard Kleinhendler to draft articles of incorporation for Virginia True Corporation. See Kleinhendler email attached as **Exhibit A**.
3. That day, I formed Virginia True Corporation with the Virginia State Corporation Commission and paid the applicable fees. See incorporation filings attached as **Exhibit B**. Also on that day and in subsequent weeks, I asked both Kleinhendler and Fernandez about filing various documents with the New York Secretary of State and the City of New York authorizing Virginia True to conduct business in the state and the city of New York. I was told emphatically by both of them that Virginia True wanted to absolutely no nexus with the New York due to various tax and regulatory concerns that were deemed to be far less favorable than Virginia.

4. In early 2018, I withdrew as counsel for Virginia True. On March 22, 2018, I withdrew as registered agent and as my office had been listed as the registered office for Virginia, I discontinued its use. These filings are attached as **Exhibit C**.
5. On May 23, 2018, Howard Kleinhendler filed papers with the Virginia State Corporation Commission naming 7705 Ylonda Road, Richmond, Virginia 23229. These filings are attached as **Exhibit D**.

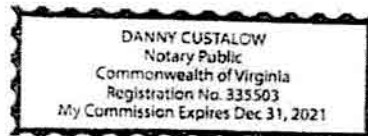

Robert C. Smith

COMMONWEALTH OF VIRGINIA,
CITY OF RICHMOND:

SUBSCRIBED and SWORN TO by Robert C. Smith before me this 1st day of
~~June~~ 201~~8~~⁹
July
My commission expires on Dec 31, 2021.


Notary Public

[SEAL]



335503
Notary Registration Number

Rob Smith

From: Howard Kleinhendler <HKleinhendler@wmllp.com>
Sent: Thursday, March 30, 2017 12:05 PM
To: Rob Smith
Subject: VA Deal



Rob:

Please open a VA corporation. It will be a subchapter S corp.

Principal place of business will be your office. You are registered agent.

Name: VIRGINIA TRUE CORPORATION

One class of shares of common. Issuance of 5,000 shares

Directors (4): Benito R. Fernandez
131 Lancaster Street
Albany, New York 12210

Howard Kleinhendler
885 Second Avenue
47th Floor
New York, NY 10017

DOMENICK CIPOLLONE
58-08 48th Street
Flushing, NY 11378

ANTHONY CIPOLLONE
58-08 48th Street
Flushing, NY 11378

Duration: Perpetual

Purpose: Any lawful purpose.

Officers: Benito R. Fernandez
President

Howard Kleinhendler
Exec. Vice President and Secretary

Call me with any questions.

Howard Kleinhendler
WACHTEL MISSRY LLP
One Dag Hammarskjold Plaza
885 Second Avenue | New York, NY 10017
Telephone: (212) 909-9522 | Facsimile: (212) 909-9417
Email: hkleinhendler@wmlp.com | Website: www.wmlp.com

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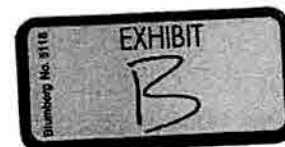


COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

March 30, 2017

ROBERT COLEMAN SMITH
THE BRANCH HOUSE
2501 MONUMENT AVENUE
RICHMOND, VA 23220



RECEIPT

RE: Virginia True Corporation

ID: 08166605

DCN: 17-03-30-6059

Dear Customer:

This is your receipt for \$75.00 to cover the fee(s) for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is March 30, 2017.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck".

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CISECOM



STATE CORPORATION COMMISSION

Richmond, March 30, 2017

This is to certify that the certificate of incorporation of
Virginia True Corporation

*was this day issued and admitted to record in this office and that
the said corporation is authorized to transact its business subject
to all Virginia laws applicable to the corporation and its business.
Effective date: March 30, 2017*



State Corporation Commission
Attest:

Joel H. Beck
Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 30, 2017

The State Corporation Commission has found the accompanying articles submitted on behalf of
Virginia True Corporation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the
Commission, effective March 30, 2017.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to
the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Judith Williams Jagdmann
Commissioner

CORPACPT
CISECOM
17-03-30-6059

eFile

**ARTICLES OF INCORPORATION
OF
VIRGINIA TRUE CORPORATION**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is Virginia True Corporation.
2. The purpose for which the corporation is formed is to engage in any lawful business not required to be specifically set forth in these Articles for which a corporation may be incorporated under the Virginia Stock Corporation Act.
3. The corporation is authorized to issue 5,000 shares of common stock.
4. The name of the corporation's initial registered agent is Robert Coleman Smith. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.
5. The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is The Branch House, 2501 Monument Avenue, Richmond, VA 23220. The initial registered office is located in Richmond City, Virginia.
6. The following individuals are to serve as an initial director of the corporation:

<u>Name</u>	<u>Address</u>
Benito R. Fernandez	131 Lancaster Street Albany, NY 12210
Howard Kleinhendler	885 Second Avenue New York, NY 10017
Domenick Cipollone	58-08 48th Street Flushing, NY 11378
Anthony Cipollone	58-08 48th Street Flushing, NY 11378

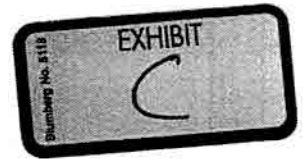
7. The address of the corporation's principal office is The Branch House, 2501 Monument Avenue, Richmond, VA 23220.

INCORPORATOR:



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

Office of the Clerk



March 22, 2018

ROBERT COLEMAN SMITH
THE BRANCH HOUSE
2501 MONUMENT AVENUE
RICHMOND, VA 23220-0000

RECEIPT

RE: **Virginia True Corporation**
ID: **08166605**
DCN: **1803225875**

Dear Customer:

This is to acknowledge the filing of your statement of resignation as the registered agent of the above-referenced corporation with this office on March 22, 2018. As provided by statute, the registered agent will continue to serve as the corporation's registered agent until the resignation becomes effective on the 31st day after the date on which the statement was filed.

If you have any questions about this matter, please contact this office at the addresses or telephone numbers shown below.

RECEIPT
CISECOM

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck".

Joel H. Peck
Clerk of the Commission



eFile
(12/09)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

STATEMENT OF RESIGNATION OF REGISTERED AGENT

RE: **Virginia True Corporation**

SCC ID No.: **08166605**

1. ROBERT COLEMAN SMITH hereby resigns its agency appointment as the registered agent for the above-referenced corporation.

The registered office of the corporation is also discontinued.

2. ROBERT COLEMAN SMITH hereby certifies that a copy of this statement will be mailed by certified mail to the principal office of the above-referenced business entity on or before the business day following the day on which this statement is filed with the Commission.

Signed on March 22, 2018, by Robert Coleman Smith:

/s/ Robert Coleman Smith

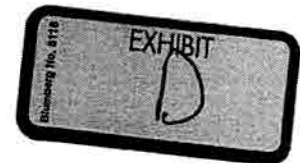
NOTICE TO THE ABOVE REFERENCED CORPORATION

The registered agent's resignation becomes effective on the 31st day after the date on which the Statement of Resignation was filed with the Commission. The law requires each domestic and foreign corporation authorized to transact business in Virginia to continuously maintain in Virginia a registered agent and a registered office. The corporation must appoint a new registered agent and, if appropriate, establish a new registered office on or before the effective date of the resignation by filing with the Commission a Statement of Change of Registered Office and/or Registered Agent on a form prescribed by the Commission. This form can be completed and filed electronically through the Commission's SCC eFile portal at <https://sccefile.scc.virginia.gov/>. The form can also be requested on the Commission's website at <http://www.scc.virginia.gov/clk/ElectronicFormRequest.aspx>, or by contacting the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551. If the corporation fails to appoint a new registered agent and, if applicable, establish a new registered office, its existence ultimately will be automatically terminated.



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

Office of the Clerk



May 23, 2018

UNITED CORPORATE SERVICES, INC.
7705 YOLANDA ROAD
RICHMOND, VA 23229

RECEIPT

RE: **Virginia True Corporation**

ID: **08166605**

DCN: **1805235540**

Dear Customer:

This is to acknowledge the filing of a statement of change of registered office and/or registered agent for the above-referenced corporation with this office.

The effective date of the change is May 23, 2018.

If you have any questions about this matter, please contact this office at the addresses or telephone numbers shown below.

RECEIPT
CISECOM

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck". The signature is written in a cursive, flowing style.

Joel H. Peck
Clerk of the Commission

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk



eFile
(12/09)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND/OR REGISTERED AGENT CHANGE**

1. RE: **Virginia True Corporation**

ID: **08166605**

2. Current registered agent's name and registered office address on record (including the jurisdiction in which the registered office is physically located):

**ROBERT COLEMAN SMITH
THE BRANCH HOUSE
2501 MONUMENT AVENUE
RICHMOND, VA 23220-0000 (RICHMOND CITY)**

3. The current registered agent is Resigned.

4. The registered agent's name and registered office address after this statement is filed with the Commission (including the jurisdiction in which the registered office is physically located):

**United Corporate Services, Inc.
7705 Yolanda Road
Richmond, VA 23229 (HENRICO COUNTY)**

5. The registered agent named in item 4 is a domestic or foreign stock or nonstock corporation or limited liability company authorized to transact business in Virginia.

6. After the foregoing change or changes are made, the corporation will be in compliance with the requirements of §13.1-634, 13.1-763, 13.1-833 or 13.1-925 of the Code of Virginia.

Signed on May 23, 2018, on behalf of Virginia True Corporation

By: Howard Kleinhendler, Executive Vice President

/s/ Howard Kleinhendler